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APPENDIX 1 to contract between the State of Ohio,
Department of Administrative Services ("DAS), General
Services Division, Office of State Purchasing, on behalf
of the State of Ohio with KPMG LLP dated September 14, 2009
(the "Contract")

September 14, 2009

PRIVATE

Maureen McGuire
DAS-Office of Procurement Services
4200 Surface Road
Columbus, OH 43228

Dear Ms McGuire:

This letter sets our general information relevant to the Contract to assist DAS-Office of Procurement Services in its business plan and financial statement evaluation of Video Lottery Terminal ("VLT") applications submitted by applicants (each considered an "Applicant"). The engagement described herein anticipates performing the services you have requested for up to seven (7) applications. Engagement specific matters for each Applicant will be agreed with you and set out in an Engagement confirmation (Statement of Work) as provided for in Amendment 1 to the Contract.

Objective

Our objective is to assist you with your assessment of the risks and opportunities regarding each Applicant and their business plan for gaming operations at an existing horse track racing facility in the State of Ohio (the "Application"). In this regard, we will read information you and Applicants provide to us, and make inquiries directed toward those business activities and related financial data you have identified as important to your application acceptance decision.

Approach

The approach you have requested us to take to the engagement is described in Appendix 1A. We anticipate that the fieldwork will take place at our offices beginning the week of September 14, 2009. If you consider it necessary that we conduct interviews with Applicants' officers and management, we will request access to officers and management performing the following or similar functions:

President, Chief Executive Officer
Chief Financial Officer
Marketing and Sales Director
Controller
Tax Director
Manager of Human Resources

Tax Advice Standards

We do not anticipate that the written tax advice provided under this engagement letter will be a Covered Opinion as defined in §10.35 of Circular 230 ("Covered Opinion"). Therefore, all the written tax advice provided under this engagement letter will contain the following legend:

ANY TAX ADVICE IN THIS COMMUNICATION IS NOT INTENDED OR WRITTEN BY KPMG TO BE USED, AND CANNOT BE USED, BY A CLIENT OR ANY OTHER PERSON OR ENTITY FOR THE PURPOSE OF (i) AVOIDING PENALTIES THAT MAY BE IMPOSED ON ANY TAXPAYER OR (ii) PROMOTING, MARKETING OR RECOMMENDING TO ANOTHER PARTY ANY MATTERS ADDRESSED HEREIN.

However, if our services will rise to the level of a Covered Opinion, we will issue a separate engagement letter for the issuance of a Covered Opinion.

If KPMG is considered to be a tax return preparer under Treasury Regulation §301.7701-15, we will apply elevated standards in providing tax advice.

In this regard, if a return position relates to a transaction with the principal purpose of avoiding or evading tax (a "principal purpose transaction"), we must arrive at a "should" confidence level (i.e., approximately a 70 percent or greater likelihood of success if challenged by the taxing authorities) with respect to the position. We will not provide advice related to a transaction that is designated by the IRS or a state as a "listed transaction".

If the position does not relate to a federal or state "listed transaction" or a "principal purpose transaction," we must be able to determine that (1) there is "substantial authority" for an undisclosed return position (i.e., the weight of authorities in support of a position is substantial in relation to the weight of authorities in opposition to the position) and (2) a disclosed return position has at least a "realistic possibility" of being sustained on its merits (i.e., approximately a one-in-three or greater likelihood of success if challenged by a tax authority). Stricter minimum tax return preparation standards will be applied to "Tax Shelters" (as defined in IRC §6662(d)(2)(C)(ii)). The laws of some states (e.g., California and New York) also may impose more stringent return preparation standards for state tax returns.

In determining whether a return position meets the appropriate standard, we will not consider the possibility that a tax return will not be audited, that an issue will not be raised on audit, or that an issue will be settled. We will inform you as soon as possible if, during our analysis, we determine circumstances exist that prevent us from advising you under these standards and we will advise you of potential alternatives.

Reporting

We will communicate the status of our work to you throughout our engagement. We will present our findings to you in a written report at the completion of our engagement, based on the results of performing the work described in Appendix 1A.

Engagement team

I will have overall responsibility for the conduct of our engagement. Alex Bala, a transaction services director in our Philadelphia office, will lead our efforts on a day-to-day basis. Christian Athanasoulas, a transaction services tax principal, will be responsible for performing the tax aspects of our engagement.

Fees

Our fees for this engagement will be based on the actual time incurred to complete the engagement at the following hourly rates:

Partner	\$622
Director/senior manager	\$500
Manager	\$400
Senior associate	\$310
Associate	\$210

On this basis, we estimate that our fees will not exceed \$1,210,000 based on seven applications specified by the state of Ohio.

Neither the amount of our fees nor the payment of our fees and expenses will depend upon the results of our work, or whether you approve the application.

Debriefing

Upon completion of the engagement, as part of our commitment to the quality of our service, we would welcome the opportunity to receive your comments on our work and the service delivered.

We would be pleased to discuss the contract or this letter and our engagement with you at any time. We look forward to working with you on this exciting and challenging project.

Very truly yours,

KPMG LLP

Michael J. McAleer, Partner
Transaction Services

cc: Michael Vierheller, KPMG LLP

Approach for Assistance Related to Video Lottery Terminal Application

Financial

1. Obtain and read Applicant's Business Plan including projected financial information relative to the Application.
2. Conduct discussions with Applicant, as you consider necessary, to understand business rationale, supporting analyses, and information sources used as the basis for significant forward-looking revenue and cost assumptions. Inquire about:
 - a. Applicant's methodology and process to assemble the information;
 - b. Key drivers;
 - c. Key assumptions and comparison to similar properties; and
 - d. Key sensitivities and Applicant's rationale for each.
3. Through inquiry of management, gain an understanding of the Business Plan and compare the estimated revenue streams to the State's projections. Comment on significant differences identified.
4. Based on the work above, comment on the major value-drivers and business assumptions in the projections. Comment on significant inconsistencies with State's revenue projections, and potential risks and opportunities identified that may impact the achievability of the forecasts.
5. Read and comment on Applicant's description of existing bonus, profit sharing, pension, retirement, deferred compensation and similar plans.
6. Read and comment on description of long term debt for Applicant including the nature, type, terms, covenants, conditions and priorities for disclosed outstanding bonds, loans, mortgages, trust deeds, notes, debentures or other forms of indebtedness it expects to issue.
7. Read and comment on description of other indebtedness and security devices for Applicant including the nature, type, terms, conditions and covenants of outstanding loans, mortgages, trust deeds, pledges, lines of credit, or indebtedness or security devices utilized by the Applicant other than those described in procedure 6.
8. Read and comment on description of Stock Options or equivalent instruments disclosed by Applicant, including options existing or to be created with respect to securities issued by the Applicant.
9. Read and comment on Applicant's description of existing disclosed litigation as well as settled or closed litigation against the Applicant submitted as part of their application.
10. Read and comment on audited financial statements, including annual reports on Form 10-K, for the last three years for Applicant. If audited financial statement do not exist, then read and comment on unaudited financial statements.
11. Read and comment on the last quarterly and year-to-date unaudited financial statements.

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12. Read and comment on the last definitive proxy or information statement (SEC) .
13. Read and comment on Applicant's registration statements issued to raise equity or debt financing for the last three years filed in accordance with the Securities Act of 1933.
14. Read and comment on other reports prepared in the last three years by independent auditors for the Applicant.
15. Read and comment on current ownership structure of organization provided by the Applicant.
16. Read and comment on current organizational chart provided for the Applicant.
17. Read and comment on functional table of organization for the Applicant, job descriptions and names of employees earning in excess of \$100,000 as well as compensation of principals, directors, partners, officers and trustees.
18. Read and comment on a schedule of existing vendors including the name and address of the vendor, type of good and/or services provided by the vendor, total amount of business with vendor in the past twenty four (24) months.
19. Read and comment on details of Applicant's planned, committed and un-committed future capital expenditures.
20. Read and comment on the nature and results of significant reorganizations disclosed by the Applicant. Also read the description of Applicant's acquisition or disposition of significant assets in the normal course of business or other disclosed significant changes in the way business was conducted by the Applicant.
21. Read and comment on a description of the nature, type and number of authorized and issued shares, warrants, and units of every type. Read the terms, conditions, rights and privileges of all classes of voting, non-voting and other stocks or units issued or to be issued by the Applicant.
22. Read and comment on description of contracts or agreements, management agreements.
23. Read and comment on description of Applicant's stock holdings.
24. Read and comment on description of each disclosed change that occurred within the last five (5) years, prior to this Application, in the beneficial ownership of the equity securities of the Applicant on the part of a person who is indirectly or directly a beneficial owner of more than five percent (5%) of any class of an equity security of the Applicant or who is or was within that period a director or officer of the corporation.
25. U.S. Federal Income Taxes
 - Read and comment on the tax footnote included in the Entities' financial statement for the most recent three years.

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- Request Applicant's US federal income tax Forms 1120, 941, and 5500 (the "Tax Forms") for the most recent three years and, if management is made available, inquire regarding:
 - i. Who prepared the Tax Forms;
 - ii. Whether Tax Forms were filed with the Internal Revenue Service in a timely manner;
 - iii. The nature and extent of significant matters identified by management and related treatment in the Tax Forms; and
 - iv. Completeness of required schedules or (or other forms) for those matters identified by management.